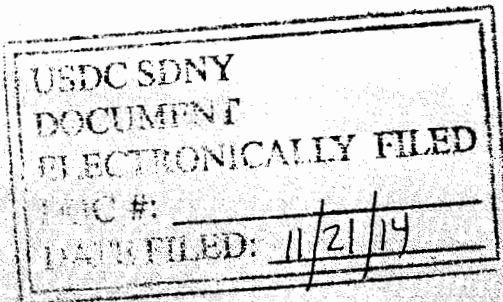


Scheindlin, S.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



IN RE METHYL TERTIARY BUTYL
ETHER ("MTBE") PRODUCTS LIABILITY
LITIGATION

This document relates to:

New Jersey Department of
Environmental Protection, et al.
v. Atlantic Richfield Co.,
et al., 08 Civ. 00312

: Master File No.
1:00-1898
: MDL 1358 (SAS)
M21-88

: STIPULATION RELATED TO
SETTLEMENT WITH THE
PREMCOR REFINING GROUP,
INC., VALERO ENERGY
CORPORATION, VALERO
MARKETING AND SUPPLY
COMPANY, VALERO REFINING
COMPANY-NEW JERSEY,
VALERO REFINING AND
MARKETING COMPANY,
ULTRAMAR ENERGY INC., AND
ULTRAMAR LTD. ONLY

SHIRA A. SCHEINDLIN, U.S.D.J.:

WHEREAS Plaintiffs and defendants The Premcor Refining Group, Inc., Valero Energy Corporation, Valero Marketing And Supply Company, Valero Refining Company-New Jersey, Valero Refining And Marketing Company, Ultramar Energy Inc., And Ultramar Ltd. ("Valero") entered into a settlement agreement (the "Valero Settlement") that is being submitted to this Court for approval; and

WHEREAS certain non-settling defendants have previously objected to the settlement in this case between defendant CITGO Petroleum Corporation and Plaintiffs; and

WHEREAS the Court denied the motion to approve the settlement between CITGO Petroleum Corporation and Plaintiffs;

THEREFORE, in response to the Court's decision and the previous objections of the non-settling defendants, Plaintiffs stipulate and agree as follows:

1. Plaintiffs agree to reduce any judgment, and if necessary, agree not to seek to collect or to collect in this litigation, captioned *New Jersey Department of Environmental Protection v. Atlantic Richfield Co.*, MDL 1358, 08 Civ. 00312 (S.D.N.Y.), or in any subsequent judicial, administrative or other action that arises as a result of the claims asserted in this litigation, any portion of any judgment under the New Jersey Spill Compensation and Control Act, N.J.S.A. 58:10-23.11 to -23.24 ("Spill Act"), that is allocated by the fact finder in this action to Valero based on its percentage of relative fault. Plaintiffs further agree that in any trial of this action, the trier of fact shall determine Valero's percentage of relative fault for Spill Act claims in the same manner and in the same form of trial verdict as for common law claims and as for all other defendants, as if Valero had remained a non-settling defendant.

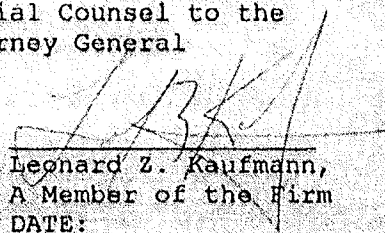
2. Except as provided in paragraph 1 above, this Stipulation is strictly limited to the Valero Settlement in this litigation and in no other way limits or reduces the liability of any responsible party.

3. This Stipulation is expressly contingent and effective only upon the approval by the Court of the Valero Settlement.

COHN LIFLAND PEARLMAN
HERRMANN & KNOFF LLP

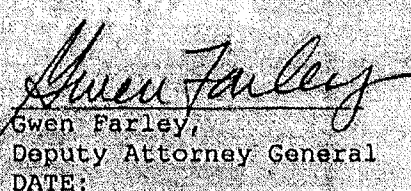
Special Counsel to the
Attorney General

BY:


Leonard Z. Kaufmann,
A Member of the Firm
DATE:

JOHN J. HOFFMAN
ACTING ATTORNEY GENERAL
OF NEW JERSEY

BY:


Gwen Farley,
Deputy Attorney General
DATE:

SO ORDERED:


U.S.D.J.

11/20/14
xm